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FEB 29 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

101

**ANNUAL AUDITED REPORT  
(FORM X-17A-5)  
PART III**

OMB APPROVAL	
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**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING January 1, 2007 AND ENDING December 31, 2007  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Winebrenner Capital Partners, LLC

OFFICIAL USE ONLY
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

10602 Timberwood Circle, Suite 13

(No. and Street)

Louisville

KY

40223-5367

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Michael Foley, CPA

859-231-1800

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Ray, Foley, Hensley & Company, PLLC

(Name - if individual, state last, first, middle name)

230 Lexington Green Circle, Ste 600 Lexington, KY 40503

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- ☒ Certified Public Accountant  
☐ Public Accountant  
☐ Accountant not resident in United States or any of its possessions.

PROCESSED  
MAR 27 2008  
THOMSON  
FINANCIAL

**FOR OFFICIAL USE ONLY**

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)


SEC 1410 (06-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

JD  
3/25/08

## OATH OR AFFIRMATION

I, Earl G Winebrenner III, affirm that, to the best of my knowledge and belief, the accompanying financial statement and supporting schedules pertaining to the firm of Winebrenner Capital Partners, LLC (the "Company") as of December 31, 2007 are true and correct. I further affirm that neither the Company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer.

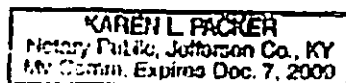
  
Signature

Feb. 27, 2008  
Date

Managing Member.  
Financial and Operations Principal  
Title

Subscribed and sworn to before me  
this 27<sup>th</sup> day of February, 2008

  
Notary Public



**WINEBRENNER CAPITAL PARTNERS, LLC**  
**Louisville, Kentucky**

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**FINANCIAL STATEMENTS**  
**December 31, 2007**

This report contains (check all applicable boxes)\*

- (x) (a) Facing page.
- (x) (b) Statement of Financial Condition.
- (x) (c) Statement of Income (Loss).
- (x) (d) Statement of Changes in Financial Condition
- (x) (e) Statement of Changes in Stockholder's Equity or Partners' or Sole Proprietor's Capital
- ( ) (f) Statement of Changes in Liabilities Subordinated to Claims of General Creditors (not applicable).
- (x) (g) Computation of Net Capital
- (x) (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (x) (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3
- ( ) (j) A Reconciliation, including appropriate explanations, of the computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3 (not applicable).
- ( ) (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation (not applicable).
- (x) (l) An Oath or Affirmation.
- ( ) (m) A copy of the SIPC Supplemental Report (not applicable).
- ( ) (n) A report describing any material inadequacies found to exist or to have existed since the date of the previous audit (not applicable).
- (x) (o) Report of independent auditors on internal control structure required by Rule 17a-5.

\* For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

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# Ray, Foley, Hensley & Company, PLLC

Certified Public Accountants and Consultants

## INDEPENDENT AUDITORS' REPORT

Dennis H. England, CPA  
Michael D. Foley, CPA  
Lyman Hager, Jr., CPA  
Jerry W. Hensley, CPA  
J. Carroll Luby, CPA  
Marc T. Ray, CPA-ABV

To the Member  
Winebrenner Capital Partners, LLC  
Louisville, Kentucky

We have audited the accompanying statement of financial position of Winebrenner Capital Partners, LLC as of December 31, 2007, and the related statements of operations, changes in member's equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Winebrenner Capital Partners, LLC as of December 31, 2007, and the results of its operations and its cash flows for the year then ended in conformity with auditing standards generally accepted in the United States of America.

Our audits were made for the purposes of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I, II, III and IV is presented for the purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements, and in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Ray, Foley, Hensley & Company*

Ray, Foley, Hensley & Company, PLLC  
February 27, 2008

230 Lexington Green Circle, Suite 600 • Lexington, Kentucky 40503-3326  
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Members American Institute of Certified Public Accountants and Kentucky Society of Certified Public Accountants

**WINEBRENNER CAPITAL PARTNERS, LLC**  
**STATEMENT OF FINANCIAL POSITION**  
**December 31, 2007**

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**ASSETS**

Cash and cash equivalents	\$ 230,319
Commissions receivable	10,975
Prepaid expenses	17,468
Property and equipment (net of accumulated depreciation of \$27,865)	21,204
Other assets	<u>2,464</u>

TOTAL ASSETS	<u>\$ 282,430</u>
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**LIABILITIES AND MEMBER'S EQUITY**

Accounts payable	\$ 14,130
Accrued liabilities	<u>-</u>

TOTAL LIABILITIES	14,130
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Member's equity	<u>268,300</u>
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TOTAL LIABILITIES AND MEMBER'S EQUITY	<u>\$ 282,430</u>
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The accompanying notes are an integral  
part of the financial statements

**WINEBRENNER CAPITAL PARTNERS, LLC**  
**STATEMENT OF OPERATIONS**  
for the year ended December 31, 2007

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**REVENUES**

Commissions	\$ 278,648
Investment banking	337,865
Interest	8,987
Other	<u>35,160</u>

Total Revenue 660,660

**EXPENSES**

Employee compensation and benefits	252,785
Brokerage and clearance fees	57,974
Commissions	-
Advertising	108,061
Occupancy costs	39,974
Interest	-
Other operating expenses	247,394
Penalties and interest	53
Depreciation	<u>5,825</u>

Total Expenses 712,066

**NET (LOSS) BEFORE INCOME TAXES** (51,406)

Provision for income taxes -

**NET (LOSS)** \$ (51,406)

The accompanying notes are an integral  
part of the financial statements



WINEBRENNER CAPITAL PARTNERS, LLC  
STATEMENT OF CHANGES IN MEMBER'S EQUITY  
for the year ended December 31, 2007

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Balance at beginning of year	\$ 319,706
Net Income (Loss)	(51,406)
Distributions to member	<u>-</u>
Balance at December 31, 2007	<u>\$ 268,300</u>

The accompanying notes are an integral  
part of the financial statements

**WINEBRENNER CAPITAL PARTNERS, LLC**  
**STATEMENT OF CASH FLOWS**  
for the year ended December 31, 2007

**CASH FLOWS FROM OPERATING ACTIVITIES**

Net Income (Loss)	\$ (51,406)
Adjustments to reconcile net income to net cash provided by (used in) operating activities:	
Depreciation and amortization	5,825
Gain on disposal of assets	-
(Increase) Decrease in	
Commissions receivable	(6,433)
Other assets	-
Prepaid expenses	(476)
Increase (Decrease) in	
Accounts payable	(3,793)
Accrued liabilities	<u>(5,857)</u>
Net cash (used in) operating activities	<u>(62,140)</u>

**CASH FLOWS FROM INVESTING ACTIVITIES**

Capital expenditures	<u>(2,163)</u>
Net cash (used) in investing activities	<u>(2,163)</u>

**NET INCREASE (DECREASE) IN CASH**

(64,303)

Cash and cash equivalents, beginning of year

294,622

**CASH AND CASH EQUIVALENTS, END OF YEAR**

\$ 230,319

**Supplemental Disclosures:**

Interest paid in cash	<u>\$ -</u>
Income taxes paid in cash	<u>\$ 175</u>

The accompanying notes are an integral  
part of the financial statements

**WINEBRENNER CAPITAL PARTNERS, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2007**

**NOTE 1 - ORGANIZATION**

Winebrenner Capital Partners, LLC is a registered broker-dealer with certain restrictions as outlined in an agreement with the National Association of Securities Dealers. The Company was formed on March 26, 1992 as a single member Kentucky limited liability company and is registered with the Securities and Exchange Commission.

In general, the Company has agreed to not hold funds or securities for customers, or to owe money or securities to customers and does not carry accounts of, or for, customers, except with respect to purchase, sale and redemption of redeemable shares of registered investment companies or of interests or participation in insurance company separate accounts. Additionally, the Company introduces and forwards all transactions and accounts of customers to another broker or dealer who carries such accounts on a fully disclosed basis.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies of Winebrenner Capital Partners, LLC is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

**Use of Estimates**

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and reported revenues and expenses. Actual results could differ from those estimates.

**Cash Equivalents**

For purposes of reprofing cash flows, the Company has defined cash equivalents as highly liquid invstments, with original maturities of less than three months that are not held for sale in the ordinary course of business.

**Fixed Assets and Depreciation**

Fixed assets are recorded at historical cost. Depreciation and amortization is calculated using the straight-line method for financial reporting purposes at rates based on the following estimated useful lives:

<u>Asset Class</u>	<u>Years</u>
Furniture and fixtures	10
Office equipment	5
Leasehold improvements	10

**WINEBRENNER CAPITAL PARTNERS, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2007**

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**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Revenue**

The Company's primary source of revenue is through commissions generated by effecting trades for its customers, most of whom are principally located in the Central and Eastern Kentucky areas. Customers' securities transactions are recorded on a settlement date basis. Securities transactions of the Company are recorded on a trade date basis.

Investment banking revenues includes fees arising from securities offerings in which the Company acts as the placement agent. Investment banking revenues also includes fees earned from providing merger-and-acquisition advisory services. Investment banking fees are recognized over the term of the contracts, sales concessions on settlement date, and advisory fees at the time the services are completed and the income is reasonably determinable.

**Income Tax**

The Company was formed as a limited liability company and being owned by a single member, is disregarded for federal income tax purposes. In 2005, Kentucky passed legislation taxing single member LLCs and other pass-through entities at the entity level. The Company is not reporting a provision for income taxes, which have been based upon the company's net income or gross revenues, as there is a loss in 2007.

**NOTE 3 - ACCOUNTS RECEIVABLE**

Accounts receivable represent amounts due from the Company's clearing broker principally for commissions earned for the month of December 2007. The Company does not require collateral under its present arrangement with the clearing broker.

**NOTE 4 - NET CAPITAL REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule 15c3-1, which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. At December 31, 2007, the Company's net capital as defined by Rule 15c3-1 totaled \$219,424, which exceeded the minimum capital requirement by \$119,424. At December 31, 2007, the Company's ratio of aggregate indebtedness to net capital was .64 to 1.

**WINEBRENNER CAPITAL PARTNERS, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2007**

**NOTE 5 - PROPERTY AND EQUIPMENT**

As of December 31, 2007 the fixed asset accounts reflected the following balances:

Furniture and fixtures	\$ 24,400
Office equipment	16,094
Vehicles	-
Leasehold improvements	<u>8,575</u>
	49,069
Accumulated depreciation	<u>(27,865)</u>
Net Property and equipment	<u>\$ 21,204</u>

**NOTE 6 - LEASE COMMITMENTS AND RELATED PARTY TRANSACTIONS**

The Company has a noncancellable operating lease for office rent that expires in August, 2011. The lease is with the spouse of the president of the Company. The Company is responsible for the minimum monthly lease payments along with the maintenance and taxes on this property. The Company also has a lease on a vehicle that expires in October, 2009. The future minimum lease payments under these noncancellable operating leases as of December 31, 2007 are as follows:

2008	\$ 50,254
2009	48,541
2010	39,974
2011	19,987
Thereafter	<u>-</u>
Total	<u>\$ 158,756</u>

**NOTE 7 - RETIREMENT PLAN**

The Company began a Simple IRA Retirement Plan in 2003 covering its eligible employees. Under the plan, the Company contributes to each participant's account an amount equal to their deferral, but no more than 3 percent of the participant's gross wages. There was no participation in 2007 and plan expenses incurred by the Company were \$0 for the year ended December 31, 2007.

**NOTE 8 - CONCENTRATIONS OF CREDIT RISKS**

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. Management believes the Company is not exposed to any significant credit risk related to cash.

**SUPPLEMENTARY INFORMATION**

**WINEBRENNER CAPITAL PARTNERS, LLC**  
**SCHEDULE I**  
**COMPUTATION OF NET CAPITAL UNDER 15c3-1 OF THE SECURITIES**  
**AND EXCHANGE COMMISSION**  
**December 31, 2007**

<b>NET CAPITAL</b>		
Stockholder's equity		\$ 268,300
Deductions and/or charges		
Non-allowable fixed assets	\$ 48,376	
Other assets	<u>500</u>	
		<u>(48,876)</u>
Net capital before percentage reductions		219,424
Pursuant to Rule 15c3-1 (F)		
Reduction of securities held as investments		<u>-</u>
Net capital		<u>\$ 219,424</u>
<b>AGGREGATE INDEBTEDNESS</b>		
Accounts payable	\$ 14,130	
Accrued liabilities	<u>-</u>	
Aggregate indebtedness		<u>\$ 14,130</u>
<b>COMPUTATION OF BASIC NET CAPITAL REQUIREMENT</b>		
Minimum net capital required		
\$114,171 divided by 15 or \$100,000 minimum		<u>\$ 100,000</u>
Excess net capital		<u>\$ 119,424</u>
Ratio of aggregate indebtedness to net capital		<u>.64%</u>
<b>RECONCILIATION WITH COMPANY CALCULATIONS</b>		
Net capital as reported in FOCUS report		\$ 229,735
Effect of audit adjustments on accounts included in net capital calculation		<u>(10,311)</u>
Net capital as calculated above		<u>\$ 219,424</u>

**WINEBRENNER CAPITAL PARTNERS, LLC**  
**SCHEDULE II**  
**COMPUTATION OF RESERVE REQUIREMENT IN ACCORDANCE WITH RULE 15c3-3**  
**OF THE SECURITIES AND EXCHANGE COMMISSION**  
**December 31, 2007**

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Winebrenner Capital Partners, LLC had no notes payable collateralized by securities, or secured customer accounts receivable at any point throughout the year ended December 31, 2007. Therefore, a computation of reserve requirement in accordance with SEC Rule 15c3-3 is not applicable.



# Ray, Foley, Hensley & Company, PLLC

Certified Public Accountants and Consultants

Dennis H. England, CPA  
Michael D. Foley, CPA  
Lyman Hager, Jr., CPA  
Jerry W. Hensley, CPA  
J. Carroll Luby, CPA  
Marc T. Ray, CPA-ABV

**WINEBRENNER CAPITAL PARTNERS, LLC**  
**SCHEDULE III**  
**INFORMATION RELATED TO POSSESSION OR CONTROL REQUIREMENTS UNDER**  
**RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION**  
**December 31, 2007**

We have examined the financial statements of Winebrenner Capital Partners, LLC as of December 31, 2007, and have submitted our report thereon dated February 26, 2008. As a part of this examination, we conducted a study and evaluation of the corporation's accounting system and system of internal control as required by Rule 17a-5 of the Securities and Exchange Act and by generally accepted auditing standards. The report on internal control is included on page 13 of our annual audit.

Our examination and study also included a review and evaluation of the procedures for compliance with the possession and control requirements of SEC Rule 15c3-3. In addition, Winebrenner Capital Partners, LLC has formal procedures insuring proper compliance and reporting of security transactions pursuant to SEC Rule 15c3-3, for all transactions in the corporation's possession or under corporate control.

*Ray, Foley, Hensley & Company*

Ray, Foley, Hensley & Company, PLLC  
February 27, 2008

-11-  
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**WINEBRENNER CAPITAL PARTNERS, LLC**  
**SCHEDULE IV**  
**STATEMENT OF CHANGES IN SUBORDINATED LIABILITIES**  
**UNDER RULE 17a-5 OF THE SECURITIES AND EXCHANGE COMMISSION**  
**December 31, 2007**

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Winebrenner Capital Partners, LLC had no subordinated liabilities at any point throughout the year ended December 31, 2007. Consequently, there are no changes in the balances of such liabilities.

# Ray, Foley, Hensley & Company, PLLC

Certified Public Accountants and Consultants

Dennis H. England, CPA  
Michael D. Foley, CPA  
Lyman Hager, Jr., CPA  
Jerry W. Hensley, CPA  
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## **WINEBRENNER CAPITAL PARTNERS, LLC INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING IN ACCORDANCE WITH GENERALLY ACCEPTED AUDITING STANDARDS**

Board of Directors  
Winebrenner Capital Partners, LLC  
Louisville, Kentucky

In planning and performing our audit of the financial statements of Winebrenner Capital Partners, LLC as of and for the year ended December 31, 2007, in accordance with auditing standards generally accepted in the United States of America, we considered Winebrenner Capital Partners, LLC internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first paragraph and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control that we consider to be material weaknesses, as defined above.

This communication is intended solely for the information and use of management, others within the organization, and is not intended to be and should not be used by anyone other than these specified parties.

*Ray, Foley, Hensley & Company*

Ray, Foley, Hensley & Company, PLLC  
February 27, 2008

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**END**